

Exhibit 165

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE: DEALER MANAGEMENT
SYSTEMS ANTITRUST LITIGATION

MDL No. 2817
Case No. 18-cv-00864

This Document Relates To:

Hon. Robert M. Dow, Jr.
Magistrate Judge Jeffrey T. Gilbert

Authenticom, Inc. v. CDK Global, LLC,
No. 18-868 (N.D. Ill.)

DECLARATION OF BRIAN CLEMENTS

1. I, Brian Clements, have been the Chief Operating Officer of Authenticom, Inc. since 2015. From 2013 to 2015, I was the Chief Architecture Officer.
2. For more than a decade, I have been involved in the development and continued operation of Authenticom's software and services. I am familiar with how Authenticom's software functions.
3. I have also been involved in Authenticom's sales and customer relations with dealerships. I am aware generally of which dealers have been Authenticom customers and the services that they have purchased from Authenticom.

A. Profile Manager and User Profiles
4. Profile Manager is a program that Authenticom developed for dealers to be used and controlled by dealers to help dealers re-enable CDK DMS accounts that had been deactivated.
5. CDK's DMS provided the ability for the dealer to create, delete, disable, and re-enable user accounts for the DMS. Profile Manager simplified the process of re-enabling user

accounts for dealer employees by automating the process of re-enabling accounts using the aforementioned functions made available by CDK.

6. When Profile Manager ran, it determined whether any of the user credentials used by Authenticom had been deactivated. If they had, Profile Manager would reenable those user credentials. If there were no Authenticom credentials that had been deactivated, the program effectively did nothing.

7. Dealer employees ran Profile Manager on dealer computers, and those employees would determine how frequently to run Profile Manager. Dealers could run Profile Manager sporadically (once per several days) or could run it multiple times per day, even on an hourly schedule. Authenticom never ran the Profile Manager program and did not control how frequently that program would run.

8. Authenticom has never re-enabled or even attempted to re-enable user accounts by means other than the functions that CDK and Reynolds make available to dealers for managing DMS user accounts.

9. When CDK and Reynolds have disabled Authenticom's login credentials, they have only done so after Authenticom used those credentials to access the DMS. To my knowledge, neither CDK nor Reynolds ever disabled login credentials before Authenticom used them.

B. CAPTCHA

10. For a brief time period in 2013 and 2014, Authenticom used a program called AutoCAPTCHA, which included functionality to locate the answer to Reynolds's CAPTCHA prompts in the memory of the computer being used to access Reynolds's DMS.

11. Authenticom definitively ceased using the AutoCAPTCHA program for Reynolds's DMS no later than June 6, 2014, which is the date the AutoCAPTCHA program was removed from Authenticom's servers. I am not aware of any instance of the use of AutoCAPTCHA since May 1, 2014.

12. Authenticom never used the AutoCAPTCHA program to respond to CAPTCHA prompts implemented by CDK.

13. Authenticom can access Defendants' "executable code" without encountering Defendants' technological blocking measures, such as CAPTCHA, challenge prompts, and "Yes/No" prompts.

14. Authenticom has responded to CDK's and Reynolds's CAPTCHA prompts by entering the text that was displayed on the screen of the CAPTCHA. Authenticom has never bypassed or gone around CAPTCHA (or even attempted to do so) without answering the question presented by the prompt.

15. Authenticom has responded to CDK's Yes/No prompt by entering "Yes." Authenticom has never bypassed or gone around Yes/No (or even attempted to do so) without answering the question presented by the prompt.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed on this 19th day of May 2020 at La Crosse, Wisconsin.



Brian Clements